

NOMINATION COMMITTEE PRIOR TO 2016 ANNUAL GENERAL MEETING

In accordance with the Nomination Committee's proposal, the Annual General Meeting ("AGM") resolved that the Nomination Committee, prior to the 2016 AGM, shall be composed of representatives of the three largest shareholders listed in the shareholders' register maintained by Euroclear Sweden AB as of September 30, 2015, and the Chairman of the Board. If one or more shareholders do not wish to appoint a representative, the shareholder who is next in line shall be contacted. The Chairman of the Board shall convene the first meeting of the Nomination Committee. The representative of the largest shareholder shall be appointed Chairman of the Nomination Committee. The instruction for the Nomination Committee includes procedures to, if needed, alter the Nomination Committee in the event that a member resigns from the Nomination Committee before its work is completed, or in order to reflect changes in the ownership structure.

The Nomination Committee shall make proposals in respect of the Chairman at the AGM, members of the Board, including the Chairman of the Board, remuneration to the Board members respectively as well as remuneration for committee work, election of and remuneration to the external auditor and proposal for Nomination Committee for the following AGM.

Shareholders who have desired to present proposals to the Nomination Committee have had the opportunity to do so.

Composition of the Nomination Committee

The Nomination Committee prior to the 2016 Annual General Meeting comprises of Pierre Stemper (appointed by Norcell S.à r.l.), chairman, Erik Durhan (appointed by Nordea Funds), Henry Guest (appointed by Adelphi Capital LLP) and Andrew Barron (Chairman of the Board).

The members of the Nomination Committee have been appointed by shareholders, who jointly hold approximately 43 percent of the shares and votes in Com Hem Holding AB (publ).

The Nomination Committee's proposals for resolutions at the AGM of Com Hem Holding AB (publ), 19 May 2016.

The Nomination Committee has presented the following proposals.

Item 2 – Election of the Chairman of the Meeting

The Nomination Committee proposes that Hans Svensson, member of the Swedish Bar Association, is elected as Chairman of the Meeting.

Item 11 – Determination of the number of Members of the Board and Deputy Members

The Nomination Committee proposes that the Board shall consist of unchanged six Board members to be elected by the AGM, without any deputy members.

Item 12 – Determination of the number of auditors and deputy auditors

The Nomination Committee proposes that one registered accounting firm shall be elected as auditor, without any deputy auditors.

Item 13 – Determination of the remuneration to the Members of the Board and the auditor

The Nomination Committee proposes a total remuneration to the Board of SEK 3,689,000 (unchanged), to be allocated as follows:

- SEK 3,214,000 (unchanged), whereof SEK 1,814,000 (unchanged) to the chairman of the Board and SEK 350,000 (unchanged) to each of the four other members of the Board who are not employed by the Company; and
- SEK 475,000 (unchanged) as additional remuneration for work in the committees of the Board, to be allocated as follows:
 - SEK 110,000 (unchanged) to the chairman of the audit committee and SEK 80,000 (unchanged) to each of the two other members, and
 - SEK 85,000 (unchanged) to the chairman of the remuneration committee and SEK 60,000 (unchanged) to each of the two other members.

The Nomination Committee furthermore proposes that the auditor's fees shall be paid upon approval of their invoice.

Item 14 – Election of Members of the Board and the Chairman of the Board

For the period up until the end of the next AGM, the Nomination Committee proposes re-election of:

- (a) Andrew Barron as Member of the Board;
- (b) Nicholas Stathopoulos as Member of the Board;
- (c) Joachim Ogland as Member of the Board;
- (d) Monica Caneman as Member of the Board;
- (e) Eva Lindqvist as Member of the Board;
- (f) Anders Nilsson as Member of the Board; and
- (g) Andrew Barron as Chairman of the Board.

Item 15 – Election of auditor

The Nomination Committee proposes re-election of the registered accounting firm, KPMG AB, for the period until the end of the next AGM.

KPMG AB has informed that, subject to the approval of the proposal from the Nomination Committee regarding auditor, the authorized public accountant Tomas Gerhardsson will be the auditor in charge for the audit.

Item 16 – Resolution on the Nomination Committee

The Nomination Committee proposes that until the general meeting resolves otherwise, a Nomination Committee shall be appointed by the representatives of the three largest shareholders listed in the Company's share register kept by Euroclear Sweden AB, as of 30 September, as well as the Chairman of the Board. In the assessment of the three largest

shareholders by voting rights, a group of shareholders shall be regarded as single shareholder provided that they (i) have been grouped in the Euroclear Sweden system or (ii) have made public and notified the Company in writing that they have agreed in writing on a long term joint view regarding the management of the Company by way of coordinating the use of their voting rights.

If one or more shareholders do not wish to representative a member of the Nomination Committee, the shareholders next in line shall be contacted. If any of the shareholders next in line refrain from appointing a representative of the Nomination Committee, the Chairman of the Board will only need to contact the eight largest shareholders in order to obtain a Nomination Committee composed of at least four members (including the Chairman of the Board). If a Nomination Committee composed of four members (including the Chairman) is not obtained after having contacted the eight largest shareholders, the Chairman shall continue to contact the shareholders that are next in line until a Nomination Committee composed of three members (including the Chairman) has been obtained. The term "the largest shareholders" below refers to such number of the largest shareholders which the Chairman of the Board has contacted in order to obtain a Nomination Committee in accordance with the procedure just described.

A shareholder, who has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee.

If earlier than two months prior to the AGM, a shareholder having appointed a member of the Nomination Committee no longer is among the largest shareholders, the member appointed by such shareholder shall resign and the new shareholder who at such time is among the largest shareholders may appoint a new member. A shareholder who has become one of the three largest shareholders later than two months before the AGM shall, instead of having the right to appoint a member of the Nomination Committee, have the right to appoint a co-opted member of the Nomination Committee.

Should a member of the Nomination Committee resign more than two months before the AGM, the shareholder who appointed the resigning member shall have the right to appoint a new member, or if the shareholder no longer is among the largest shareholders, the largest shareholder next in line shall have such right. Should this occur later than two months before the AGM, the resigning member shall only be replaced if the Nomination Committee finds it necessary.

Changes to the composition of the Nomination Committee shall be announced immediately.

The Chairman of the Board shall convene the first meeting of the Nomination Committee. Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.

The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.

The Company provides the Nomination Committee with secretarial services. The Nomination Committee members are not entitled to remuneration, except that the Company may cover for reasonable expenses in connection with the performance of the Nomination Committee's assignment.

Other information

Information about all persons proposed as Members of the Board of Com Hem Holding AB, the evaluation of each proposed Member's independence, the motivated opinion of the

Nomination Committee regarding the proposal for the Board, and information about proposed auditor, may be found on the Company's website, www.comhemgroup.com, and will free of charge, be sent to the shareholders who request the Company to do so.

March 2016

The Nomination Committee of Com Hem Holding AB (publ)